

Exhibit 31

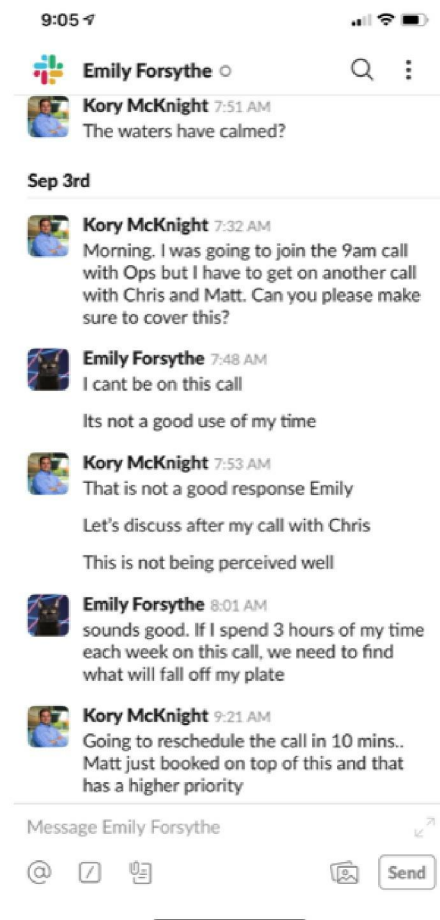
Exhibit 31

Emily Forsythe interactions**Contributors: Kory McKnight, Matt Witte****Inputs from : Frances Thunder, Melissa Malik, Brian McCormick, Arron Velarde**

Below are just some of the examples that I have documented that I believe demonstrate the lack of teamwork, collaboration, leadership, professionalism, and respect that is critical to possess in this role - L5 Implementation Lead (PMO)

First sign of trouble: (Kory)

My first warning sign with Emily came after the Ops Team requested support from my Team regarding 2 daily calls, dating back to Aug 27th. I asked Emily to summarize the racking and sorter projects that we are actively executing and to work with Frances Thunder from Gor's Team to provide the updates. The request was straightforward, and I asked that Emily start attending this daily series of meetings moving forward. She pushed back on my first request, stating that she was already providing weekly updates. I asked for her to just focus on the critical projects, and to work with the Ops team to provide it in a simple to understand format (request from Melissa and Allan). I asked her again to connect with Frances and to work out the details later in the day as I was sensing that she was not planning on attending the call the next day. I asked her a 3rd time to make sure that she was going to attend. Turns out she declined the meeting invite-series and told me that she doesn't have time for the meeting. See text below for her response the following week:

**WITTE EXHIBIT 8**

The next morning she never attended the daily calls (8:30-9:00 McDonough, 9:00-9:30 Cran Campus call), and she never talked to Frances to provide the project information i specifically asked her to provide.. Melissa reached out to me and was very direct in requesting the need for my Team to support, which I completely agreed with from the onset. I apologized for the miss, took ownership of it, and told Emily that in the future if she could not attend that she just needed to let Mel or Frances know in advance. Emily joined the call the next morning and told Melissa that the meeting was a **“waste of her time”**. Melissa reached out to Matt and I following upset with Emily’s response.. I called Emily and told her that we absolutely needed to attend these meetings, and that she had upset Melissa in the process. I reiterated the importance of the meetings, that they were getting the highest level of visibility with our leadership, and that we needed to be supportive. This is our job after all.

In parallel with the lack of engagement noted above, Emily had a confrontational interaction/incident with Frances (lead for S&OP daily calls). Notes and Texts will follow from Matt, as the request for these correspondences have been made directly with Frances.

From Matt Witte Email

From: **Frances Thunder** <fthunder@wayfair.com>
Date: Thu, Aug 29, 2019 at 9:28 AM
Subject: Re: Meeting request
To: Emily Forsythe <eforsythe@wayfair.com>

Hi Emily,

I've responded to your group email. Looking forward to also hearing back from you soon about the updates for Allan that Kory has asked us to align on. Again, I'm more than happy to connect live if that'd be helpful.

Since I am responsible for managing network readiness for Peak, all of my meetings tend to include multiple stakeholders, including the one you requested for the McDonough DA conversation, so a response is very appreciated. Again, I'm happy to partner with you on the best way for information sharing so please let me know if there's a better way we can operate moving forward. I'm eager to work with you.

Thanks,
Frances

On Thu, Aug 29, 2019 at 9:00 AM Emily Forsythe <eforsythe@wayfair.com> wrote:
Responding directly to an email is quite different than accepting a mass meeting invite Francis.

On Thu, Aug 29, 2019 at 8:59 AM Frances Thunder <fthunder@wayfair.com> wrote:
Hi Emily,

I'd be happy to. I've also sent you multiple emails and meeting requests over the last couple of months that I have not been given any response to so I'd very much appreciate the same courtesy. I

know that everyone is busy and time is precious, but your workstreams are critical to a successful Peak. I'm more than happy to partner with you on the best way to share information to be efficient and effective, so if you have a preference, please let me know. Matt has asked that I work directly with you and Kory so this will be really important going forward.

Thank you!
Frances

On Thu, Aug 29, 2019 at 8:47 AM Emily Forsythe <eforsythe@wayfair.com> wrote:
Next time please get back to me so I am not wondering.

On Thu, Aug 29, 2019 at 8:45 AM Frances Thunder <fthunder@wayfair.com> wrote:
Hi Emily,

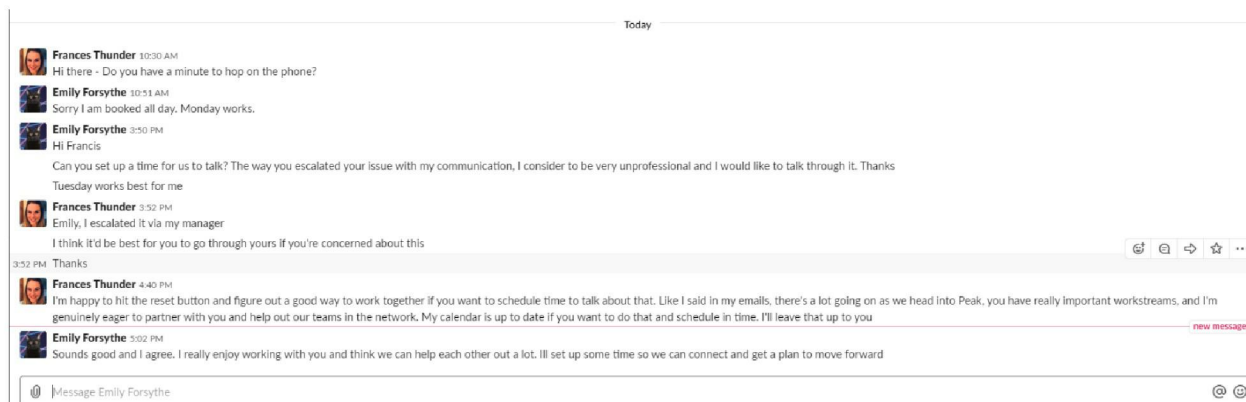
Pat said in his response to you that there were multiple threads and Matt Witte had already asked Gor or him to organize the same meeting. Gor scheduled it for tomorrow. I checked and you are included on the invite list but you haven't accepted it yet.

Thanks,
Frances

On Thu, Aug 29, 2019 at 8:28 AM Emily Forsythe <eforsythe@wayfair.com> wrote:
Hi Francis,
Is there a reason you never responded to my request to set up a meeting about McDonough DA volume?

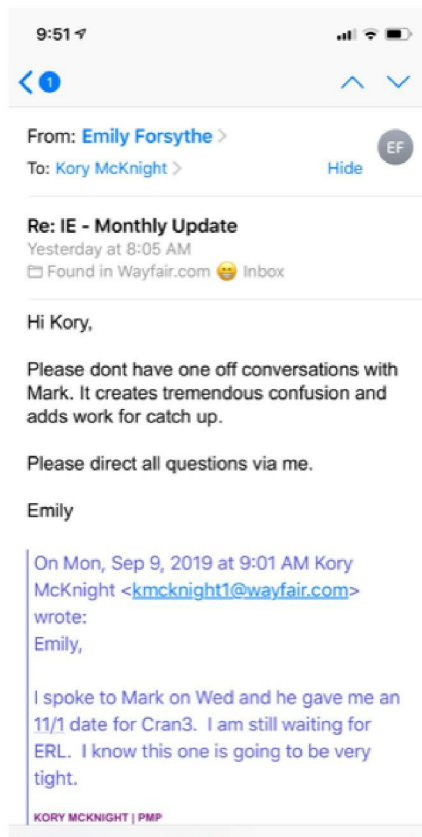
Emily

I called Emily after Frances had expressed her concerns to Gor, and Gor to Matt, asking for Emily to "politely call Frances and let her know that it wasn't her intent to upset her.". Emily immediately got defensive, then calmed down and agreed to call Frances and apologize. Moments later Matt sent me a slack screen shot of the following:



Allan had reached out to Matt and I about 1 day after Emily's reluctance to want to support Melissa and the S&OP team where he specifically asked that we (Matt and I) directly engage the Vendors, get answers, and provide him with schedule updates. Clearly sensing the lack of Emily's awareness of the sense of urgency I immediately reached out to MHS to set the expectation, and to start building a new relationship with them, as I had not worked with MHS in my previous companies. I called Bob Cobak, VP (racking) and had a great conversation about support, building relationships, trust, etc..II. I asked that we expand that to include his two VP Colleagues, Kyle Hester (MHE LEad), and Mark McDermott (Proj Mgmt Lead) the next business day. Emily was "tipped off" from Mark that I was setting up a call with him and his two colleagues and she called me and very directly asked me why i was talking to MHS. I gave her my reasons (which you will see again below following a 2nd incident regarding the same topic), but instead of excluding her and creating more tension I I asked if she wanted to be invited. She told me she did, despite the fact that this was intended to be more about starting off on the right foot and to level set the expectations going forward. The call was very well received by MHS and I felt like they were very willing to work with us.

I followed up with another call to Mark McDermott 2 days later (Sept 4th) to see if that had considered things like out-of-sequence or parallel pathing activities to improve critical dates for ERL, Cran 3, and PW. First thing he asked me was "does Emily know we are talking"? At first I thought this was odd, coming from a VP of Proj Mgmt, but then it really made sense. Emily needs to be in control. My simple response to Mark was that I was just inquiring about how we could find creative ways to take time out of our delivery schedules. Emily found out about the meeting after I copied her letting her know that I had talked to him on Sept 4th, and she responded to me with the following:



My response to her is noted below. It's also worth mentioning that I essentially told her the same thing after she questioned why I was talking to MHS following my first contact.

Text of email below:

Emily,

Understand the position I am in. I have to be able to call folks directly. You are not always available and you are also extremely busy. I'm not doing it to create more work for you, believe me. I will try and touch base with you if anything comes of it that changes the current trajectory. Having direct contact is how I like to operate when we are really busy. This is not intended to be undermining. Rather when I call the vendors I am not only building a relationship with them but I am setting the highest level of expectations with them. They have to see beyond the project, and understand there is more at stake from a Program Level.

This isn't my first rodeo.

Thanks,

Kory McKnight, PMP
Director - MHE Design and Implementation
Wayfair.com
m: 815.520.2625

Kelly Brieg, a Project Manager for Emily covering Lathrop and Perris called me after Arron Velarde reached out to me asking if we could not include Emily in his building. More of those comments to follow, but Kelly was just looking for direction on how to approach MHS and the Ops team in trying to find a compromise. I gave her some suggestions, which she really appreciated. Then she called me the following week stating that she couldn't get the revised schedule from Lathrop from Emily because she didn't want her sharing it with the site. Emily eventually conceded and gave Kelly the new schedule (with a +\$250k Change Order) only if she promised not to share it with the site. Kelly told me this, and I was quite frankly shocked. The Operation is our Partner, and this is not at all how I work. Kelly was very concerned that she was, in her words, "being put between a rock and a hard place", and that she really wanted to be a good partner with the site. I told her to just compare both schedules line by line, understand the deltas, then we would connect and move forward with a discussion with MHS. I wanted to ask Emily for the revised schedule and this text followed:



Similar to her view on Vendors, Emily clearly doesn't want me talking to anyone without her directly involved.

As a follow up to this situation, and to understand the schedule and change order I called Emily on the Lathrop schedule.

During this call, Emily stated the following -

Note this is available as a recording for documentation purposes.

Emily has since denied verbally that she is withholding a schedule from the team in Lathrop.

Transcribed from voice recording

Emily - "They (Site in Lathrop) have a breakdown of the costs but not the schedule"

Kory - "I'd like to see a little more granularity from MHS"

Emily - "So I have that and I can show you the schedule but please dont send it to Arron. Its just asine to delay the install. They have the crew and material is getting on site. We need the space, why would we delay the racking as you guys only need 7 doors through Cyber 5"

The biggest concern from this overall is there is no flexibility with the site, or desire to engage and collaborate with any level of transparency. The entire IE team is collaborative but this hinderance at this level does not provide visibility into decision making. It remains persistent even after repeated coaching.

Our operations team is a customer of IE. We have to treat them with respect, integrity, and utmost transparency.

Another simple example of a request I made to my Leads about adding mobile numbers to their stationery, both laptops and mobile devices. Here is the correspondence.

Hi Team,

Can you kindly talk to your teams and have everyone add their credentials (ie. titles and mobile numbers) to their laptops and cellphones? Many already have this in place, but not everyone. It's super helpful to be able to just call folks when they send emails that require quick answers, but it's challenging to do so when they don't call out their numbers and I have to search for them.

Thanks in advance!

Kory McKnight, PMP
Director - MHE Design and Implementation
Wayfair.com
m: 815.520.2625

Response from Emily:

Hi,

Sorry what do you mean add them to their laptops and cellphones?

We can't ask anything around cell phones as Wayfair does not reimburse and it becomes a work expense if we ask our team to use them for work purposes.

Emily

Kelly called me on Monday Sept 16th to follow up on the discussion we had about Lathrop and being flexible with the installation schedule. I asked Kelly to get with Emily and set up a call with MHS. Literally 2 minutes later I received this from her...



The last conversation that I had with Emily was followed up with this email.

Subject: Conversation 9/17

Hi Kory,

Wanted to recap the conversation we just had.

I had reached out to you this morning after you had called Kelly to make changes to the Lathrop sorter schedule and set up a time to walk with Jeff, leaving me out of both conversations.

I had sent you a text message asking if we could talk in person stating I had real issues with you going behind my back with my projects and team. We had talked last week about you including me when you went directly to my team. You had said last week that you would include me when you were talking directly with my team about project work. You did not include me on either of these correspondences with Kelly or Jeff.

We sat down in Erlanger today around 2pm and the conversation started with you stating that I needed to understand that you would go directly vendors to get information. You also stated that we agreed on our phone conversation last week that you would go directly to our vendors. I agreed that this was correct and that I agreed you should be able to go to vendors without including me as thats your role as team leader.

I stated I agree that I dont need to be involved when you talk to vendors but I do need to be informed and kept in the loop with you are making changes and having conversations with people that report directly to me. I gave the example of my going directly to Chris Stark for when I needed things and cutting you out completely.

I then went on to say I needed you to include me when you directly reach out to my team as you are making decisions that are important to the project work but are not including me. We had agreed that you would cc me and include me when you needed stuff and would be engaging my team directly. I mentioned that I should not be finding out about you moving schedules for installs from Kelly and at the minimum, you could have set up a meeting to discuss with you, me and Kelly. You said you dont agree with this and that you need to reach out to Kelly as she was responding to a phone conversation you had with her last week. I said you are again leaving me out of conversations you're having with my team and its creating confusion. You are cutting me out of the information chain and making decisions that impact my projects.

You changed the subject at this point in the conversation and started to say that you got involved because I wanted to withhold information from Lathrop and that I didnt want to send them install schedules. You said you have real issues with me withholding information. I said its not that I wanted to withhold information from the team (as I had sent an email with high level information that was appropriate to the conversation) but that the site doesn't have any leadership right now and its not helpful to ask ops (without any Wayfair experience) to make decisions. I said you cant just send that team schedules without reviewing it in depth with them as they are all new.

You then stated if I had told Vic (Arrons' boss) that the site is without leadership and that I needed to escalate that concern to Vic. To which I responded that I have never talked to Vic and why would I throw Arron under the bus like that. Its not good chain of command to do that without talking to Arron first. I stated that Arron is out on paternity leave and will be back soon but its difficult right now with that ops team since they are all new and havent done a system install before.

I then stated you were changing the subject that that this conversation was about how I needed you to not cut me out of my team. I stated that if you wanted to talk about issues you have with me an my performance we can.

You went on to state that I have had a lot off issues with other people and that you have a lot of feedback that I am hard to work with. You stated you have been getting a ton of feedback on how bad my performance is. You went on to state that you had asked me to mend things with Francis and that I didnt do that (this is not the case and Francis and I have a good working relationship). You stated that you dont think I am a good fit for the team and that you dont find it easy to work with me. You continued to say that you dont think its a good fit and that you have already talked to Matt about getting HR involved and getting me off the team.

At this point in the conversation, I said ok and left the room.

Thanks,

Emily

From Matt Witte

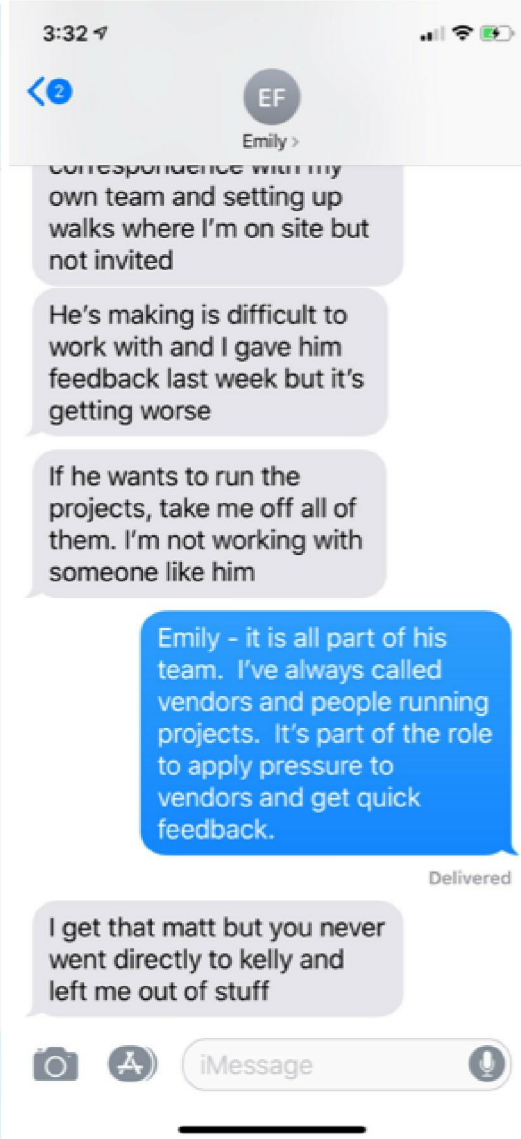
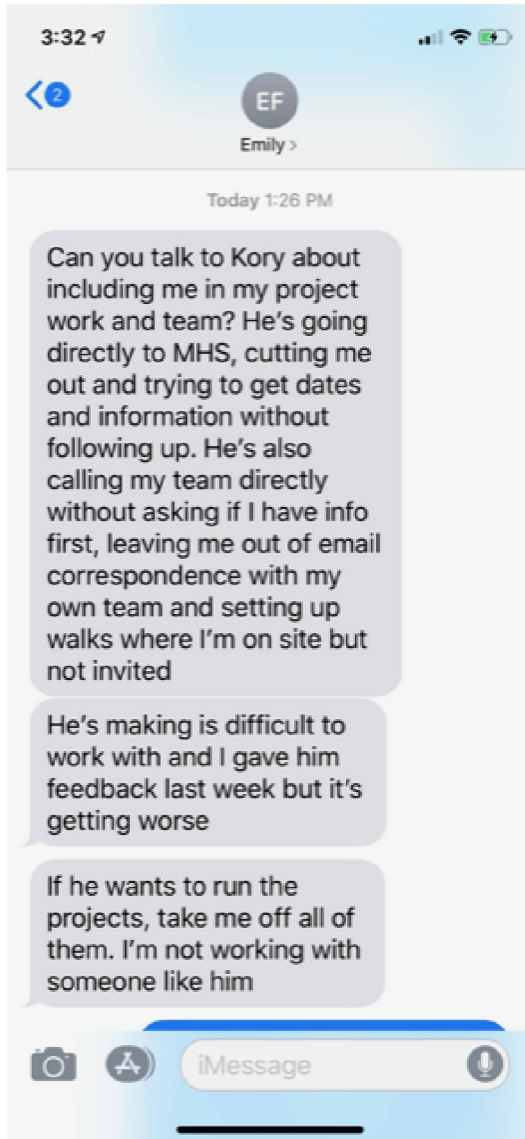
While I always recognized Emily as hard charging, I thought the majority of stakeholders were OK with her. During the onboarding process with Kory there have been many challenging interactions. I polled my other senior leaders (Brian, Melissa, and Victor) to get their perspective.

I spoke with Emily last Thursday - September 12th telling her that she has to work through Kory and the processes. He will communicate as needed through all levels (Internal and External) to gather the required information to do his job.

Emily asked me at the time if she could look internally for other roles. She also told me that she was interviewing externally with 4 companies. I asked who she was interviewing with and she would not tell me. I told her that I really want to help get her in the right role, or help her in the right role and the call ended well.

During the call, I stated that while we ultimately aren't in a great place on schedules based on processes, long range planning, and other items it is our job to provide the best information to the operations possible at the time. This is one of those areas that needs high collaboration and trust with our partner and customer to drive success.

Below are snips from text messages received on Tuesday, September 17th when this entire process escalated quickly.



From Matt Witte

I collected feedback following the conversation on September 12th with Emily in an effort to gain an understanding of ways we can help her and coach her. Below are thoughts from the regional GMs and their perspective teams.

Feedback from Melissa Malik

Key concerns are:

1. Inability to collaborate and communicate effectively with stakeholders.
 - Did not work well with Frances and the S&OP team on timelines.
2. Does not want to share information that she has available.
 - Project schedules, critical path timelines
3. Ability to understand her internal stakeholder.
 - In a peak meeting, Bill Ayres raised a concern that he would have to power down his site. When asked if she communicated the downtime to other directors as well she stated "It's a non issue" When trying to understand how this made an impact, there was a lack of empathy and partnership.
 - There was a separate instance from her stating that she didn't have time to attend peak meetings.

Feedback from Brian McCormick

Feedback on Emily

1. Does not collaborate. Talks at you, not with you. I handled Emily by not talking with her a year and half ago and working through her team members. Conversations are aggressive and condescending.
2. Arrogant, self righteous, and from a point of superiority.
3. Emotionally immature. Does not treat operations as a customer or a participant.
4. "I don't have time for that", "It's handled", with lots of snappy curt conversations.
5. Communications have worsened over time with our partners and integrators. Operations feels excluded from updates and open conversations.

Feedback from Arron Velarde**Unprofessional Behaviors:**

There have been several times where Emily's tone has come off unprofessional and has caused some integrity questioning. I have seen her almost use a "Power" approach with many people in meetings and not necessarily in a way to STU or drive the right decision for Wayfair, but instead to get her way (example below). I have also been witness to her using several approaches to drive insecurity in the team by saying "she is in direct contact to Allan who wont be pleased.. or What do you think Chirs's thought will be here, because I think hes going to be upset". She also discusses "budget" as her sole reason to many push backs but when asked to see this "budget" referenced or to understand where the concern lies, it is silence on the line. I believe there is a budget and know we are trying to get to this point as a company for future launches but don't believe she is being honest in her approach and again see this as a way she may have gained buy in, in the past.

Direct Interactions:

- First email I ever sent was about sorter and racking PO placement and notes, back in May. The response I received from Emily was wordless with a + Rob Holtz on it. I specifically reached out to her due to direction through several teammates that she would be able to provide this information as her team owned it. In response, I emailed a few questions asking why Rob was added (As i was still getting to know the roles from everyone) and if she had any of the information I was looking for. Emily called me at this point and started the conversation off with , "Your message is Snarky and does not encourage me to help you seek answers". I ensured she knew that the message came off wrong probably as tones are not carried through email and I was simply looking to understand what information she had, and how I can find answers to my questions. This was my first interaction with her and obviously set the tone that she wasn't the person to go to for answers. This gave me the impression that she was a "telephone- line connector" and not necessarily someone who wanted to help drive initiatives or be hands on in the project, instead, forward on questions with little ownership in the decisions

- First meeting with Emily was around 6 weeks into the company. The meeting was about adding support from her team so Mike could successfully transfer primarily into operations. For background, Mike transferred from that team early April but was bridging the gap for PMO and Emily due to bandwidth. In this meeting, that later created 2 additional meetings, the goal was to have Mike own all PMO responsibility minus the PO placement or specific tracking required from Emily. To bridge the PO placement and tracking, she gave us Davina. Through this interaction it was clear Emily wanted to poke at Mike more then anything and I remember leaving this meeting uncomfortable due to some tactics Emily used in the meeting. For example, she would ask Mike for some dates which were not clear due to the project being so early and instead of understanding it was something we would update later, she would make comments like "Mike, im not asking for all the verbiage, instead looking for dates.. do you not have them??" Regardless, we walked away with some clear direction on who was owning what.

- One week after this, Mike had set up several stake holder calls to have better understanding into what each team was working through pre launch. Emily didn't like the split of meetings vs a entire team call (which was still taking place) and pulled a call together to discuss. In this meeting, it seemed like Emily

wanted to drive the message that Mike should not own these calls as he is not the site Director and he is not PMO. After working through this, nothing changed and stayed on track.

- The following week, Emily sent an email to Mike to remove his name off the slide deck under PMO as he is not project managing.. which was not correct. I got Matt involved on this one as again, it was a power game in my opinion

- From here, Emily has been hands off with very little to no email or calls communication about the launch until this month.

- With the sorter materials being completed earlier then expected, there was concerns about the effects on C5 reflected through several emails. These emails eventually turned into a phone call from Emily. During this phone call there was several times where Emily told me "We (Operations) will adjust as needed and she was a firm "No" on finding out alternative ways to change the timeline". Through 30 minutes of discussing, we ended up in a good area where she would seek additional information and drop a meeting to discuss. In general, it was a concerning meeting as it was clear she didn't want to budge and used several threats in the meeting around, "Are you going to be the one to tell Allen that you want to delay sorter install.. and I have to bridge cost to Allan and Chris weekly which they will frown upon this direction from you" - Which i believe are lies.

Indirect Interactions:

- Recruiting let me know that during Mikes transfer into operations, Emily called one of their recruiters in an attempt to pull all available relocation form him and to ensure he was not eligible. The recruiters feedback was that it was initiated in a way to get back at Mike or to cause issues and not in an attempt to do the right thing for wayfair

- While Davina was PM, she let me know that there was direction from Emily to not share information with Mike and I which included bringing us into project planning meetings for sorter and racking with the PMO team. This was also brought up from someone on the facilities team

- Mike was made aware through Davina that Emily asked Rob to pull the unloaders on IB out of our plans even after several conversations leading to this, that we wanted them and had plans for them